

Attached is a form (Statement of Proceedings of Stockholders' Meeting) used to amend Articles of Agreement for submission to the Commissioner of Finance. It is designed to satisfy requirements of Section 362.325, Revised Statutes of Missouri. Also attached is a sample that can be followed in making the amendment.

Either an original or a certified copy of this form must be filed with our office in order to process the amendment.

To comply with Section 362.044, Revised Statutes of Missouri, the following must also accompany the above-mentioned form:

1. A certified copy of the written notice mailed to all shareholders of record stating the time, date and place of the meeting, and the items of business to be voted upon. (Section 362.044)
2. A certified copy of the publication notice. This should be certified by the publisher as being a true copy. (Section 362.044)
3. In the event a 100 percent Waiver of Notice is obtained from your shareholders, submit a certified statement to that effect. Then the written notice and published notice prescribed in Section 362.044 are not required.
4. All certifications must be properly notarized and bear the notary seal, as well as the bank's seal, where applicable.
5. If the change reflects a sale of capital stock, include a statement to the effect that the full amount of the increase is bona fide subscribed, paid up and is in the hands of the board of directors.

The above information will enable us to determine whether requirements of the law have been met.

8/28/00

STATEMENT OF PROCEEDINGS OF STOCKHOLDERS' MEETING OF

The undersigned _____ and _____
President and _____, respectively, of _____, hereby
certify that the following resolution(s) amending the Articles of Agreement of the above bank
were approved at a _____ meeting of the stockholders held on _____ with
_____, one of the directors of the above bank being chosen as Chairman and
_____, chosen as Secretary. Said meeting was called and notice given as provided in
Section 362.044. A quorum being present at said meeting, the shares were voted as follows:
_____ shares were voted in favor of the following resolution amending the Article, and
_____ shares were voted against it.

RESOLVED, that Article _____ of the Articles of Agreement of this Bank be
and it is hereby amended by striking _____ and substituting
in lieu thereof the following:

*

IN TESTIMONY WHEREOF, we have hereunto this ____ day of _____,
19____, set our hands.

(SEAL)

Attested and Countersigned

President

Cashier and/or Secretary

*

**If this amendment constitutes a change in capital stock, detail how the
additional capital will be segregated within the capital structure.**

STATE OF MISSOURI)
) ss.
COUNTY OF)

_____, being first duly sworn, on his oath states that he is
President of _____ and that the matters set forth in the foregoing
statement are true and correct.

President

Subscribed and sworn to before me, a Notary Public in and for the County of
_____, State of Missouri, on this _____ day of _____, 19 ____.
My commission expires _____, 19 ____.

(SEAL)

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF)

On this _____ day of _____, 19 __, before me personally appeared
_____, President, to me known to be the person described in and who executed the
foregoing instrument and acknowledges that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial
Seal the day and year last above written.

My commission expires _____, 19____.

(SEAL)

Notary Public

STATEMENT OF PROCEEDINGS OF STOCKHOLDERS' MEETING OF

NAME OF BANK

The undersigned JOHN DOE and HARVEY SMITH, President and CASHIER/SECRETARY, respectively, of NAME OF BANK, hereby certify that the following resolution(s) amending the Articles of Agreement of the above bank were approved at a REGULAR/SPECIAL meeting of the stockholders held on 1-1-77 with JOHN DOE, one of the directors of the above bank being chosen as Chairman and HARVEY SMITH, chosen as Secretary. Said meeting was called and notice given as provided in Section 362.044. A quorum being present at said meeting, the shares were voted as follows: 599 shares were voted in favor of the following resolution amending the Article, and 10 shares were voted against it.

RESOLVED, that Article FIRST (APPLICABLE ARTICLE) of the Articles of Agreement of this Bank be and it is hereby amended by striking _____ and substituting in lieu thereof the following:

*

IN TESTIMONY WHEREOF, we have hereunto this FIRST day of JANUARY, 19 77, set our hands.

(SEAL)

JOHN DOE

President

Attested and Countersigned

HARVEY SMITH

Cashier and/or Secretary

* **If this amendment constitutes a change in capital stock, detail how the additional capital will be segregated within the capital structure.**

STATE OF MISSOURI)
) ss.
COUNTY OF)

JOHN DOE, being first duly sworn, on his oath states that he is
President of NAME OF BANK and that the matters set forth in
the foregoing statement are true and correct.

President

Subscribed and sworn to before me, a Notary Public in and for the County
of _____, State of Missouri, on this ____ day of _____, 19 ____.

My commission expires _____, 19 ____.

(SEAL)

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF)

On this FIRST day of JANUARY, 19 77, before me personally
appeared JOHN DOE, President, to me known to be the person described in and
who executed the foregoing instrument and acknowledges that he executed the same as
his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my
Notarial Seal the day and year last above written.

My commission expires _____, 19 ____.

(SEAL)

Notary Public

**INJECTION OF NEWLY SUBSCRIBED CAPITAL
STATEMENT OF PROCEEDINGS OF STOCKHOLDERS' MEETING**

OF _____ NAME OF BANK _____

The undersigned JOHN DOE and HARVEY SMITH President and CASHIER/SECRETARY, respectively, of NAME OF BANK, hereby certify that the following resolution(s) amending the Articles of Agreement of the above bank were approved at a REGULAR/SPECIAL meeting of the stockholders held on 1-1-77 with JOHN DOE, one of the directors of the above bank being chosen as Chairman and HARVEY SMITH chosen as Secretary. Said meeting was called and notice given as provided in Section 362.044. A quorum being present at said meeting, the shares were voted as follows: 18,500 shares were voted in favor of the following resolution amending the Article, and 75 shares were voted against it.

RESOLVED, that Article _____ of the Articles of Agreement of this Bank be and it is hereby amended by striking _____ and substituting in lieu thereof the following:

*

IN TESTIMONY WHEREOF, we have hereunto this FIRST day of JANUARY, 1977, set our hands.

(SEAL)

JOHN DOE
President

Attested and Countersigned

HARVEY SMITH
Cashier and/or Secretary

* **If this amendment constitutes a change in capital stock, detail how the additional capital will be segregated within the capital structure.**

STATE OF MISSOURI)
) ss.
COUNTY OF)

____ JOHN DOE _____, being first duly sworn, on his oath states that he is President of _____ NAME OF BANK _____ and that the matters set forth in the foregoing statement are true and correct.

JOHN DOE
President

Subscribed and sworn to before me, a Notary Public in and for the County of _____, State of Missouri, on this ____ day of _____, 19 ____.

My commission expires _____, 19 ____.

(SEAL)

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF)

On this FIRST day of JANUARY, 19 77, before me personally appeared JOHN DOE, President, to me known to be the person described in and who executed the foregoing instrument and acknowledges that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal
the day and year last above written.

My commission expires _____, 19__.

(SEAL)

Notary Public

**INJECTION OF CAPITAL IN BANK PREFERRED STOCK
STATEMENT OF PROCEEDINGS OF STOCKHOLDERS' MEETING**

OF _____ NAME OF BANK _____

The undersigned JOHN DOE and HARVEY SMITH, President and CASHIER/SECRETARY, respectively, of NAME OF BANK, hereby certify that the following resolution(s) amending the Articles of Agreement of the above bank were approved at a REGULAR/SPECIAL meeting of the stockholders held on 1-1-77 with JOHN DOE, one of the directors of the above bank being chosen as Chairman and HARVEY SMITH, chosen as Secretary. Said meeting was called and notice given as provided in Section 362.044. A quorum being present at said meeting, the shares were voted as follows: 9,850 shares were voted in favor of the following resolution amending the Article, and 75 shares were voted against it.

RESOLVED, that Article THIRD of the Articles of Agreement of this Bank be and it is hereby amended by striking _____ and substituting in lieu thereof the following:

*

IN TESTIMONY WHEREOF, we have hereunto this FIRST day of JANUARY, 1977, set our hands.

(SEAL)

JOHN DOE

President

Attested and Countersigned

HARVEY SMITH

Cashier and/or Secretary

* **If this amendment constitutes a change in capital stock, detail how the additional capital will be segregated within the capital structure.**

** **See Sections 362.075 to 362.095, RSMo governing the issuance of preferred stock.**

STATE OF MISSOURI)
) ss.
COUNTY OF)

JOHN DOE, being first duly sworn, on his oath states that he is President of _____ and that the matters set forth in the foregoing statement are true and correct.

JOHN DOE
President

Subscribed and sworn to before me, a Notary Public in and for the County of _____, State of Missouri, on this _____ day of _____, 19 ____.

My commission expires _____, 19____.

(SEAL)

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF)

On this FIRST day of JANUARY, 19 77, before me personally appeared JOHN DOE, President, to me known to be the person described in and who executed the foregoing instrument and acknowledges that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal
the day and year last above written. My commission expires _____, 19 ____.

(SEAL)

Notary Public

**STOCK DIVIDEND
STATEMENT OF PROCEEDINGS OF STOCKHOLDERS' MEETING**

OF NAME OF BANK

The undersigned JOHN DOE and HARVEY SMITH, President and CASHIER/SECRETARY, respectively, of NAME OF BANK, hereby certify that the following resolution(s) amending the Articles of Agreement of the above bank were approved at a REGULAR/SPECIAL meeting of the stockholders held on 1-1-77 with JOHN DOE, one of the directors of the above bank being chosen as Chairman and HARVEY SMITH, chosen as Secretary. Said meeting was called and notice given as provided in Section 362.044. A quorum being present at said meeting, the shares were voted as follows: 18,500 shares were voted in favor of the following resolution amending the Article, and 75 shares were voted against it.

RESOLVED, that Article THIRD of the Articles of Agreement of this Bank be and it is hereby amended by striking _____ and substituting in lieu thereof the following:

*

IN TESTIMONY WHEREOF, we have hereunto this FIRST day of JANUARY, 1977, set our hands.

(SEAL)

JOHN DOE

President

Attested and Countersigned

HARVEY SMITH

Cashier and/or Secretary

* **If this amendment constitutes a change in capital stock, detail how the additional capital will be segregated within the capital structure.**

STATE OF MISSOURI)
) ss.
COUNTY OF)

JOHN DOE, being first duly sworn, on his oath states that he
is President of _____ and that the matters set forth in
the foregoing statement are true and correct.

JOHN DOE
President

Subscribed and sworn to before me, a Notary Public in and for the County
of _____, State of Missouri, on this _____ day of _____, 19 ____.

My commission expires _____, 19 ____.

(SEAL)

Notary Public

[illegible]

On this FIRST day of JANUARY, 19 77, before me personally appeared JOHN DOE, President, to me known to be the person described in and who executed the foregoing instrument and acknowledges that he executed the same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year last above written. My commission expires _____, 19__.

(SEAL)

Notary Public